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01 JUL 30 PM 3:27  
CLERK U.S. BANKRUPTCY COURT.  
CALIFORNIA. BY

Special Counsel for Steven M. Speier,  
Chapter 7 Trustee

UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA

In re ) CASE NO. SA00-13425-LR  
)  
PIXELON CORPORATION, ) Chapter 7  
a California corporation, )  
)  
Debtor. ) REQUEST FOR JUDICIAL NOTICE IN  
) SUPPORT OF THE TRUSTEE'S MOTION  
) TO CONFIRM SALE OF INTELLECTUAL  
) PROPERTY, OR IN THE ALTERNATIVE,  
) MOTION FOR AUTHORITY TO SELL AT  
) AUCTION THE INTELLECTUAL  
) PROPERTY PURSUANT TO 11 U.S.C.  
) 363(b)  
)  
) Date: August 20, 2001  
) Time: 3:30 p.m.  
) Place: Courtroom 5D  
)  
)

TO THE HONORABLE LYNNE RIDDLE UNITED STATES BANKRUPTCY JUDGE:

PLEASE TAKE NOTICE that on August 20, 2001, at 3:30 p.m., in the  
above-referenced courtroom, Steven M. Speier, Chapter 7 Trustee of  
the above-mentioned Debtor, (hereinafter "Trustee") by and through  
his counsel of record, will request the Court to take judicial notice  
of the records, acts and proceedings before this Bankruptcy Court.

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ORIGINAL

1 This request is based upon Federal Rule of Evidence 201. (See  
2 also, Schweitzer v. Scott, 469 F.Supp. 1017, 1020 (C.D. Cal. 1979)  
3 ("[T]he court is empowered to and does take judicial notice of court  
4 files and records").

5 The Trustee's request includes, but is not limited to, the  
6 following:

7 1. Motion for Authority to: (1) Sell at Auction Property of  
8 the Debtor's Estate Pursuant to 11 U.S.C. §363(b); and (2) Employ and  
9 compensate Auctioneer (Pope's Antiques & Auctions, Inc.); Memorandum  
10 of Points and Authorities; and Declarations of Steven M. Speier, Jack  
11 Pope and Julie McComb in Support Thereof ("Motion to Sell"). A true  
12 and correct copy of the Motion to Sell is attached hereto as Exhibit  
13 "1" and incorporated herein by this reference.

14 2. Notice of Hearing on Motion for Authority to" (1) Sell at  
15 Auction Property of the Debtor's Estate Pursuant to 11 U.S.C.  
16 §363(b); and (2) Employ and Compensate Auctioneer (Pope's Antiques &  
17 Auctions, Inc.). A true and correct copy of the Notice is attached  
18 hereto as Exhibit "2" and incorporated herein by this reference.

19 3. Order Authorizing Chapter 7 Trustee to: (1) Sell at Auction  
20 Property of the Debtor's Estate Pursuant to 11 U.S.C. §363(b); and  
21 (2) Employ and Compensate Auctioneer (Pope's Antiques & Auctions,  
22 Inc.). A true and correct copy of the Order is attached hereto as  
23 Exhibit "3" and incorporated herein by this reference.

24 Dated: July 26, 2001

SAXON, BARRY, GARDNER & KINCANNON  
A Professional Corporation

25  
26 By: 

Mydee J. Mulichak, Esq.  
Attorneys for Steven M. Speier,  
Chapter 7 Trustee



APR 85 2001

1 Thomas H. Casey - Bar No. 138264  
2 LAW OFFICE OF THOMAS H. CASEY, INC.  
3 A PROFESSIONAL CORPORATION  
4 22342 Avenida Empresa, Suite 255  
5 Rancho Santa Margarita, CA 92688  
6 Telephone: (949) 766-8787  
7 Facsimile: (949) 766-9896

8 Attorney for Steven M. Speier,  
9 Chapter 7 Bankruptcy Trustee

10 UNITED STATES BANKRUPTCY COURT  
11 CENTRAL DISTRICT OF CALIFORNIA  
12 SANTA ANA DIVISION

13 In re ) Case No. SA 00-13425 LR  
14 )  
15 ) Chapter 7  
16 )  
17 ) MOTION FOR AUTHORITY TO:  
18 ) (1) SELL AT AUCTION PROPERTY OF  
19 ) THE DEBTOR'S ESTATE PURSUANT  
20 ) TO 11 U.S.C. § 363(b); AND (2) EMPLOY  
21 ) AND COMPENSATE AUCTIONEER  
22 ) (POPE'S ANTIQUES & AUCTIONS,  
23 ) INC.); MEMORANDUM OF POINTS  
24 ) AND AUTHORITIES; AND  
25 ) DECLARATIONS OF STEVEN M.  
26 ) SPEIER, JACK POPE AND JULIE  
27 ) McCOMB IN SUPPORT THEREOF  
28 )  
29 ) Date: May 22, 2001  
30 ) Time: 10:00 a.m.  
31 ) Ctm: SD

32 TO THE HONORABLE LYNNE RIDDLE, UNITED STATES BANKRUPTCY JUDGE:

33 Steven M. Speier, the Chapter 7 trustee ("Trustee") of the estate ("Estate") of Pixelon  
34 Corporation ("Debtor"), requests an order for authority to (1) sell at public auction property of the  
35 estate pursuant to 11 U.S.C. § 363(b), and (2) employ and compensate auctioneer ("Motion"). In  
36 support of his Motion, the Trustee respectfully represents as follows:

37 ///

Exhibit 1

Introduction

1. The Trustee proposes to sell personal property of the estate including the furniture, fixtures and equipment located on the Debtor's former premises and the Debtor's interest in certain intellectual property (collectively the "Property") by public auction, and to employ and compensate an auctioneering firm.

Background Information

2. This case was commenced by the filing of an involuntary Chapter 7 petition on April 24, 2000.

3. Upon the Debtor's application and pursuant to Court order entered on July 10, 2000, the Debtor's bankruptcy case was converted to a case under Chapter 11.

4. Steven M. Speier is the duly appointed, qualified and acting Chapter 11 Trustee.

5. Upon the Trustee's motion, and by Order entered March 6, 2001, the Court granted the Trustee's motion to convert the chapter 11 case to a case under chapter 7.

6. Steven M. Speier is the duly appointed, qualified and acting Chapter 7 Trustee.

7. Prior to the bankruptcy filing, the Debtor's business operations consisted of developing an Internet based video publishing company that uses proprietary patented technologies to achieve television quality video broadcasts over normal Internet connections. The Debtor's business revenues were derived from technology licensing fees and revenue sharing agreements sold to the entertainment industry.

Property To Be Auctioned.

8. The Trustee proposes to sell all of the Property at an auction sale to be conducted by Pope's Antiques & Auctions, Inc., the Trustee's proposed auctioneer. The auction is scheduled to be held on May 26, 2001 at the Debtor's business premises located at 31732 Rancho Viejo Road, Suite D, San Juan Capistrano, California.

9. The Property to be auctioned consists of but is not limited to the following:

a. The estate's interest in any and all intellectual property. Attached as Exhibit "1" to the Declaration of Steven M. Speier ("Speier Declaration") is a chart of the intellectual property in which the estate has an interest. The Debtor's interest in the intellectual

1 property specifically includes and is not limited to computers containing the estate's interest in its  
2 intellectual property relating to media compression and encoding, playback software, viewer  
3 response technology, enhanced microsoft streaming technology, and individual advertising  
4 technology. The Debtor's former principal, David Kim Stanley aka Michael Adam Fenne, has  
5 asserted an interest in the intellectual property. The Trustee is selling the estate's interest in the  
6 intellectual property as is and where is and without representations and warranties.

7 b. The estate's interest in the video library located on the Debtor's former  
8 premises including but not limited to videos of various artists performing at a concert hosted by the  
9 Debtor on October 9, 1999. The Debtor's contract rights with the artists performing at the October  
10 9, 1999, concert appear to have terminated pre-petition. The Trustee is selling the video library as  
11 is and where is and without representation or warranty.

12 c. The estate's interest in all of the remaining personal property located  
13 on the Debtor's former premises. Attached as Exhibit "2" to the Speier Declaration is a general list  
14 of the remaining personal property on the Debtor's former premises. The Trustee is selling the  
15 remaining personal property located on the Debtor's former premises as is and where is and without  
16 representation or warranty.

17 10. Due in large part to the recent downturn affecting almost all high-tech companies, the  
18 Trustee has been unable to complete a private sale of the Property. Moreover, the Trustee believes  
19 that an auction sale is the most efficient and cost effective way to liquidate the Property.

#### 20 Qualifications Of Proposed Auctioneer.

21 11. The Trustee has received a proposal from Pope's Auctions and Antiques, Inc., to  
22 assist with the proposed auction sale of the estate's Property.

23 12. Pope's Antiques & Auctions, Inc. has substantial experience in providing auction and  
24 appraisal services and is well qualified to conduct the proposed auction of the Property. Attached  
25 as Exhibit "3" to the Declaration of Jack Pope ("Pope Declaration") of Pope's Antiques &  
26 Auctions, Inc. is a copy of the résumé of Pope's Antiques & Auctions, Inc.

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13. Pope's Antiques & Auctions, Inc. has on file a \$200,000 blanket bond in favor of the United States, as required by the United States Trustee's Supervisory Instruction #10. The original blanket bond is held by the Office of the United States Trustee.

Auctioneer's Marketing Efforts and Proposed Compensation

14. Pope's Auctions and Antiques will advertise the proposed auction in major newspapers in Orange County and Los Angeles County. A brochure advertising the auction of the Property will be forwarded to parties on established mailing lists and notice of the proposed auction will be forwarded to all creditors.

15. The Property may be previewed by prospective purchasers on May 25, 2001 from 10:00 a.m. to 5:00 p.m. at the Debtor's former premises known as 31732 Rancho Viejo Road, Suite D, San Juan Capistrano, California and by calling Pope's Auctions and Antiques at (760) 329 - 1077.

16. Depending on the interest received by prospective purchasers the Trustee reserves the right on the auction date to sell the Property as one unit in one sale or piece meal in multiple units.

17. In the event the Property is sold piece meal and in multiple units, the auctioneer will receive a commission of twenty percent (20%) percent of the gross proceeds at the time of the sale. In the event the Property is sold as one unit as one sale the auctioneer will receive a commission of fifteen (15%) of the gross proceeds at the time of sale. The proposed fifteen (15%) commission and the proposed twenty percent (20%) commission includes costs such as setting up, advertising, labor to allow potential bidders to preview the Property, and inventory management.

18. The proposed auctioneer will collect all gross proceeds from the sale and will pay all applicable sales taxes. After paying the sales taxes the proposed auctioneer will turnover the net proceeds to the Trustee within ten days after the auction. In compliance with Federal Rule of Bankruptcy Procedure 6004(4) and Local Bankruptcy Rule 2016 -1(1)(a) the proposed auctioneer will file a sold item and expense report with the Court and serve a copy of the Report on the U.S. Trustee and the Trustee prior to receiving final compensation. Following the filing and service of the Report and absent any objection to the Report by the Trustee, the Trustee will file a notice with the Court and serve it on the U.S. Trustee, the Debtor, the Debtor's counsel, the 20 largest unsecured creditors, and parties requesting special notice. The Notice will state that (1) the proposed

1 auctioneer's Report has been filed with the Court, (2) copies of the Report may be obtained from the  
2 Trustee or the Court, and (3) if no objection to the auctioneer's fees and expenses is received by the  
3 Trustee within 10 days of service of the Notice, the Trustee may pay the auctioneer's reasonable fees  
4 and expenses without further notice or order of the Court. ("Payment Procedure").

5 19. The Trustee believes that the proposed employment of Pope's Auctions & Antiques,  
6 Inc. is fair and reasonable and that the Trustee should be authorized to employ the firm on the terms  
7 and conditions set forth above.

8 20. The Trustee is satisfied from the Declaration of Jack Pope that Pope's Auctions &  
9 Antiques, Inc. is a disinterested person within the meaning of Bankruptcy Code Section 101(14).

10 WHEREFORE, the Trustee requests that the Court enter an Order:

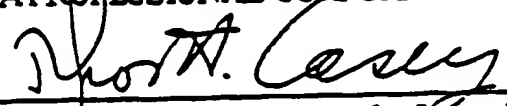
- 11 1. Granting the Motion;
- 12 2. Approving the proposed sale at auction of the Property as described above pursuant  
13 to 11 U.S.C. § 363(b);
- 14 3. Approving the employment and compensation of Pope's Antiques & Auctions, Inc.  
15 as auctioneer upon the terms as set forth above;
- 16 4. Approving the Payment Procedure described herein; and
- 17 5. For such other and further relief as the Court deems just and proper.

18 Respectfully submitted,

19 LAW OFFICE OF THOMAS H. CASEY, INC.  
20 A PROFESSIONAL CORPORATION

21 Dated: April 25, 2001

22 By:

23   
24 Thomas H. Casey, Attorney for Steven M. Speier, in  
25 his capacity as the Chapter 7 Trustee for the  
26 bankruptcy estate of Pixelon Corporation  
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1 as providing the pre-auction services of advertising, set-up, and preview, auction services of  
2 conducting the auction and providing bills of sale to each buyer, post-auction services of supervising  
3 the removal of purchased items during a check-out period to be provided for buyers, preparing an  
4 itemized list of all items sold, and preparing an expense report.

5 IV.

6 CONCLUSION

7 In light of the foregoing, the Trustee respectfully requests that the Court enter an order:

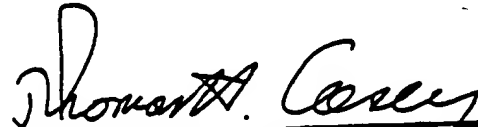
- 8 1. Granting the Motion;
- 9 2. Approving the proposed sale at auction of the Property as described above pursuant  
10 to 11 U.S.C. § 363(b);
- 11 3. Approving the employment and compensation of Pope's Antiques & Auctions, Inc.  
12 as auctioneer upon the terms as set forth above;
- 13 4. Approving the Payment Procedure described herein; and
- 14 5. For such other and further relief as the Court deems just and proper.

15 Respectfully submitted,

16 LAW OFFICE OF THOMAS H. CASEY, INC.  
17 A PROFESSIONAL CORPORATION

18  
19 Dated: April 26, 2001

20 By:

21   
22 Thomas H. Casey, Attorney for Steven M. Speier, in  
23 his capacity as the Chapter 7 Trustee for the  
24 bankruptcy estate of Pixelon Corporation

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**Exhibit 1**

Page 10

1           9.     The Property to be auctioned consists of but is not limited to the following:

2           a.     The estate's interest in any and all intellectual property. Attached as Exhibit  
3 "1" and incorporated herein by this reference is a true and correct copy of a chart of the intellectual  
4 property in which the estate has an interest. The Debtor's interest in the intellectual property  
5 specifically includes and is not limited to computers containing the estate's interest in its intellectual  
6 property relating to media compression and encoding, playback software, viewer response  
7 technology, enhanced microsoft streaming technology, and individual advertising technology. The  
8 Debtor's former principal, David Kim Stanley aka Michael Adam Fenne, has asserted an interest in  
9 the intellectual property. I am selling the estate's interest in the intellectual property as is and where  
10 is and without representations and warranties.

11           b.     The estate's interest in the video library located on the Debtor's former  
12 premises including but not limited to videos of various artists performing at a concert hosted by the  
13 Debtor on October 9, 1999. The Debtor's contract rights with the artists performing at the October  
14 9, 1999, concert appear to have terminated pre-petition. I am selling the video library as is and  
15 where is and without representation or warranty.

16           c.     The estate's interest in all of the remaining personal property located on the  
17 Debtor's former premises. Attached as Exhibit-"2" and incorporated herein by this reference is a  
18 true and correct copy of a general list of the remaining personal property on the Debtor's former  
19 premises. I am selling the remaining personal property located on the Debtor's former premises as  
20 is and where is and without representation or warranty.

21           10.     Due in large part to the recent downturn affecting almost all high-tech companies, I  
22 have been unable to complete a private sale of the Property. Moreover, I believe that an auction sale  
23 is the most efficient and cost effective way to liquidate the Property.

24                   Qualifications Of Proposed Auctioneer.

25           11.     I have received a proposal from Pope's Auctions and Antiques, Inc., to assist with the  
26 proposed auction sale of the estate's Property.

27     ///

28     ///

12. Pope's Antiques & Auctions, Inc. has substantial experience in providing auction and appraisal services and is well qualified to conduct the proposed auction of the Property.

Auctioneer's Marketing Efforts and Proposed Compensation

13. Pope's Auctions and Antiques will advertise the proposed auction in major newspapers in Orange County and Los Angeles County. A brochure advertising the auction of the Property will be forwarded to parties on established mailing lists and notice of the proposed auction will be forwarded to all creditors.

14. The Property may be previewed by prospective purchasers on May 25, 2001 from 10:00 a.m. to 5:00 p.m. at the Debtor's former premises known as 31732 Rancho Viejo Road, Suite D, San Juan Capistrano, California and by calling Pope's Auctions and Antiques at (760) 329 - 1077.

15. Depending on the interest received by prospective purchasers I reserve the right on the auction date to sell the Property as one unit in one sale or piece meal in multiple units.

16. In the event the Property is sold piece meal and in multiple units, the auctioneer will receive a commission of twenty percent (20%) percent of the gross proceeds at the time of the sale. In the event the Property is sold as one unit as one sale the auctioneer will receive a commission of fifteen (15%) of the gross proceeds at the time of sale. The proposed fifteen (15%) commission and the proposed twenty percent (20%) commission includes costs such as setting up, advertising, labor to allow potential bidders to preview the Property, and inventory management.

17. I believe that the proposed employment of Pope's Auctions & Antiques, Inc. is fair and reasonable and that I should be authorized to employ the firm on the terms and conditions set forth above.

18. I am satisfied from the Declaration of Jack Pope that Pope's Auctions & Antiques, Inc. is a disinterested person within the meaning of Bankruptcy Code Section 101(14).

I declare under the penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

Executed at Newport Beach, California on April 26, 2001.

/s/  
Steven M. Speier

DECLARATION OF JACK POPE

I, Jack Pope, declare:

1. I am a duly licensed public auctioneer and the principal of Pope's Antiques & Auctions, Inc. (the "Firm"), with offices located at 19345 Indian Avenue, North Palm Springs, California 92258-0861; telephone (760) 329-1077; facsimile (760) 329-6057. I know each of the following facts to be true of my own personal knowledge and, if called as a witness, I could and would competently testify with respect thereto. I am submitting the instant declaration in support of the Motion for Authority to: (1) Sell at Auction Property of the Debtor's Estate Pursuant to 11 U.S.C. § 363(b), and (2) Employ Auctioneer (Pope's Antiques & Auctions, Inc.) ("Motion"). All terms as defined in the Motion are incorporated herein by this reference.

2. Pope's Antiques & Auctions, Inc. has had extensive experience in the matters to which it is to be engaged and is well qualified to conduct a public auction of the kind proposed by the Trustee in the foregoing Motion. Attached hereto as Exhibit "3" and incorporated herein by this reference is a copy of the Firm's résumé.

3. Neither I, nor Pope's Antiques & Auctions, Inc. has any connection with the Trustee, the Debtor, the Debtor's principals, attorneys or accountants.

4. Pope's Antiques & Auctions, Inc. and I are disinterested in the outcome of this case, except that we will exert our best efforts to ensure the highest and best return to the estate.

5. Neither Pope's Antiques & Auctions, Inc. nor any of the professionals comprising or employed by it has a pre-petition claim against the Debtor.

6. Specifically, neither Pope's Antiques & Auctions, Inc. nor any person associated with it are creditors, equity holders, or insiders of the Debtor.

7. Neither Pope's Antiques & Auctions, Inc. nor any of the professionals comprising or employed by it is or was, within two (2) years before the date of filing of the petition herein, a director, officer, or employee of the Debtor or any investment banker of any security of the Debtor.

8. Both Pope's Antiques & Auctions, Inc. and I are disinterested persons within the meaning of 11 U.S.C. § 101(14).

///

Exhibit 1

Page 13

9. I have read the Motion and I agree to and approve all of the terms and conditions described therein.

10. Pope's Antiques & Auctions, Inc. has on file a \$200,000 blanket bond in favor of the United States, as required by the United States Trustee's Supervisory Instruction #10. The original blanket bond is held by the Office of the United States Trustee.

11. If there are any oral or written modifications of the terms and conditions of the employment of Pope's Antiques & Auctions, Inc., said modifications will be disclosed to the Court and the United States Trustee by subsequent declaration.

12. I have advised the Trustee that we anticipate the auction of the Property to generate revenues of approximately \$100,000 plus. Attached hereto as Exhibit "2" and incorporated herein by this reference is a general list of the remaining personal property on the Debtor's former premises.

13. In the event the Property is sold piece meal and in multiple units, I will receive a commission of twenty percent (20%) percent of the gross proceeds at the time of the sale. In the event the Property is sold as one unit as one sale I will receive a commission of fifteen (15%) of the gross proceeds at the time of sale. The proposed fifteen (15%) commission and the proposed twenty percent (20%) commission includes costs such as setting up, advertising, labor to allow potential bidders to preview the Property, and inventory management.

14. As auctioneer I will collect all gross proceeds from the sale and will pay all applicable sales taxes. After paying the sales taxes I will turnover the net proceeds to the Trustee within ten days after the auction. In compliance with Federal Rule of Bankruptcy Procedure 6004(4) and Local Bankruptcy Rule 2016 -1(1)(a) I will file a sold item and expense report with the Court and serve a copy of the Report on the U.S. Trustee and the Trustee prior to receiving final compensation.

I declare under the penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

Executed at North Palm Springs, California on April 26, 2001.

Jack Pope

**DECLARATION OF JULIE McCOMB**

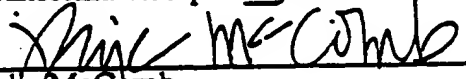
I, Julie McComb, declare:

1. I am a paralegal for the Law Office of Thomas H. Casey, Inc., attorney of record for Steven M. Speier, the Chapter 7 Trustee for the estate of In re Pixelon Corporation ("Debtor"), Case Number SA 00-13425 LR. I know each of the following facts to be true of my own personal knowledge and, if called as a witness, I could and would competently testify with respect thereto.

2. Attached hereto as Exhibit "4" is a true and correct copy of the documentation I obtained from Westlaw Online on January 17, 2001. I searched both California judgment liens and California UCC liens for Pixelon Corporation, the results of which indicate that there are no UCC or judgment liens recorded with the California Secretary of State against Pixelon Corporation.

I declare under the penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

Executed at Rancho Santa Margarita, California on April 26 2001.

  
Julie McComb



STATUS OF PIXELON'S PATENT APPLICATIONS  
AS OF NOVEMBER 17, 1999

OWD MATTER NO.	TITLE	SERIAL NO.	FILING DATE	ASSIGNMENT TO PIXELON FILED	STATUS
17954-11	FREQUENCY-BASED VIDEO DATA SUBSTITUTION FOR INCREASED VIDEO COMPRESSION RATIOS	09/351,618	July 12, 1999	Yes	Waiting examination
17954-12	MATCHING OF A REDUCED SPECTRUM LIGHTING SOURCE WITH VIDEO ENCODING PROGRAM VARIABLES FOR INCREASED DATA COMPRESSION RATIOS	09/351,028	July 12, 1999	Yes	Waiting examination
17954-13	INTERNET BROADCASTING SYSTEM UTILIZING CACHED AND ENCRYPTED MULTIMEDIA CONTENT	09/428,413	Oct. 28, 1999	No	Declaration to be filed
17954-14	INSTANTANEOUS VIEWER RESPONSE SYSTEM AND METHOD FOR INTERNET BROADCASTING	09/428,394	Oct. 28, 1999	No	Declaration to be filed
17954-15	DYNAMIC INSERTION OF TARGETED SPONSORED VIDEO MESSAGES INTO MULTIMEDIA INTERNET BROADCASTS	09/428,387	Oct. 28, 1999	No	Declaration to be filed
17954-19	INTERNET BROADCAST SYSTEM	09/429,363	Oct. 28, 1999	No	Declaration to be filed
17954-21	REVERSE SPECTRAL RESPONSE COMPENSATION OF A VIDEO SIGNAL	09/428,392	Oct. 28, 1999	No	Declaration to be filed
17954-22	MATCHING OF A REDUCED SPECTRUM LIGHTING SOURCE WITH VIDEO ENCODING PROGRAM VARIABLES FOR INCREASED DATA COMPRESSION RATIOS	09/428,395	Oct. 28, 1999	No	Declaration to be filed
17954-23	FREQUENCY-BASED VIDEO DATA SUBSTITUTION FOR INCREASED VIDEO COMPRESSION RATIOS	09/428,396	Oct. 28, 1999	No	Declaration to be filed

Pixelon, Inc.  
Trademark data

Owner	Description	Serial No.	Filing Date	Mark	Status
Pixelon Inc.	Video material processed specially for delivery over internet connections with copy protection. Int. Class: 038 & 041	75/653640	3/4/99	Black Widow Media Protection	Ck#2077, dated 3/1/99 \$490.00
Pixelon Inc.	Trademark embedded in software graphics or on labels. Int. Class: 038 & 041		5/25/99	BLN	Ck#2397, dated 5/25/99 \$490.00
Pixelon Inc.	Trademark embedded in software graphics or on labels for info/commerce. Int. Class 038.		5/17/99	CYBERTRAC	Ck#2373, dated 5/18/99 \$245.00
Pixelon Inc.	Trademark embedded into software or in graphics. Int. Class 038.	75/710242 & 75/710243	6/14/99	Halo Ad	Fees paid \$245.00
Pixelon Inc.	Trademark embedded into software or on labels. Int. Class 038 & 041.	75/671039	3/29/99	InterFirst Broadcast Network	Ck#2166, dated 3/25/99 \$490.00
Pixelon Inc.	Trademark embedded into software graphics. Int. Class 038 & 041.	75/672079	3/29/99	Media Theater	Ck#2164, dated 3/24/99 \$490.00
Pixelon Inc.	Video material processed for delivery over internet or internet circuits or on CD-ROM media. Int. Class 038 & 041.	75/643068	2/1/99	Pixelon.com	Ck#1309, dated 1/4/99 \$490.00
Pixelon Inc.	Trademark embedded into software graphics or on labels. Int. Class 038.	75/705244	6/7/99	Pixelon SkyWire	\$245.00 paid by credit card over internet.
Pixelon Inc.	Video material processed specially for delivery over internet connections and computer CD ROMS. Int. Class 038 & 041.	75/653635	3/4/99	Send/Cast	Ck#2078, dated 3/1/99 \$490.00
Pixelon Inc.	Trademark embedded into software graphics or on labels. Int. Class 038.	75/705242	6/7/99	SkyWire	
Pixelon Inc.	Trademark embedded into software or on labels. Int. Class 038 & 041.	75/674358	4/5/99	SOLOCAST	
Pixelon Inc.	Trademark embedded into software or on labels. Int. Class 038 & 041.	75/684711	3/22/99	TruVu	Ck#2134, dated 3/16/99 \$490.00

Pope's Antiques & Auctions, Inc.  
19345 Indian Ave. P.O. Box 861  
North Palm Springs, Ca. 92258-0861  
Phone (760) 329-1077 Fax (760) 329-6057  
Jack Pope st lic # A691  
April 25, 2001

Steve Speier, Trustee  
Re: Pixelon Corporation  
Case # SA00-13425

Inventory listing:

Back store room:

- 34 glass windowed partitions
- 52 sections of partitions
- 3 wood arm chairs
- 2 off white executive office chairs
- 2 bookshelves
- 2 3 drawer small metal file cabinets
- 1 plastic bookshelf
- 1 gray desk
- 42 formica desk tops
- 4 folding tables
- 6 partition walls
- 1 Sharp Sf-8800 copier
- 5 metal 2 door storage cabinets
- 1 wood 2 door storage cabinet
- 13 computer keyboards
- 17 new computer keyboards
- 1 Xerox printer
- 18 revolving metal storage cabinets, with misc. hardware and cables
- 4 metal file cabinets
- 8 Altec Lansing 3pc. computer speaker system
- 1 Cisco 12600 series, Serial # 80004949-01
- 1 Cisco DIX firewall serial 1820540 Pix520
- 1 Mag XJ700T. 17" monitor
- 1 Sharp UX1070A fax machine
- 3 ADC Kentox Data Smart T3E3
- 2 Sun Microsystems Ultra 5 processors TW92432984, TW92432883
- 1 Sun Microsystems tape back up 835G1470
- 1 Sun Microsystems Ultra enterprise 2 software 818 FC9C7
- 1 Cisco 7200 series network processor 74014557

Exhibit 1

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EXHIBIT 2 PAGE 18

- 3 Sun Microsystems color monitors, model 4472
- 3 Sun Microsystems keyboards and mouse
- 1 Keytronic keyboard
- 1 Imac computer, keyboard, mouse, Super disk drive, and USB hub
- 1 HP fax machine SG67AM30WK
- 3 Panasonic video monitors
- 1 Sharp table top Z-76 copier

Back offices and hallway:

- 2 2 drawer metal files
- 2 3 drawer metal files
- 3 Black box Cos II , 99239826824, 99239826844, 99239826835
- 1 box 11 hard drives
- 1 Mag XJ500T monitor H080J8003363
- 2 keyboards
- 2 GST micro city computer processors
- 5 hard drives
- 2 Altec Lansing 3pc. speaker system
- 1 Mag 17" monitor XJ810

Rack #9:

- 1 JVC monitor 08488619
- 1 Video monitor CZR990751016
- 1 Axion model AX6145TM Processor, serial #592614575C00026
- 1 Axion model AX6145TM Processor, serial #592614575C00035
- 2 Matrox Digisuit line filters
- 1 Belkin omni cube 4 port video junction box
- 1 Shure FP42 stereo mixer
- 1 Grass Valley group junction box
- 1 Sony SVHS Hi Fi SVP5600, serial # 10406
- 1 Matrox Digisuite processor
- 1 Sony beta cam BBW65, serial # 759140
- 2 keyboards
- 3 mouse
- 2 GST 40XMTKP mid tower processors
- 1 UPS back up
- 1 NEC superscript 870 printer
- 1 Pentium II tower processor 81162761
- 9 GST mid tower processors
- 1 Mag X3700T monitor, keyboard, mouse
- 2 Altec Lansing 3pc. speaker system
- 2 GST mid tower processors C00000060

Exhibit 1

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EXHIBIT 2 PAGE 17

PHONE NO. : 17603291077

FROM : Pope's Auctions

APR. 25 2001 09:31 AM

- 1 JVC monitor # 12430053 model TM1650SU
- 1 keyboard # J9840

Edit rack #2:

- 1 Snell and Wilcox Prefix CPP100 compression pre-processor #2910135
- 1 Snell and Wilcox IQ modulator #2910169
- 1 Mackie 1402VLZ Pro #BT27173 14 channel mic/line filter
- 1 3pc. Altec Lansing computer speaker set
- 1 Mag color monitor #HDD3J002667
- 1 set Sony MDR-7504 headphones
- 1 Axion processor #C00000036
- 1 Matrox Digisuit #G990163 20-012
- 1 Ziotech compact PCI development system encoder8 #201-299

Rack #2:

- 1 Sony SVHS SUP-5600 video cassette player #11552
- 1 Matrox Digisuite

Rack #1:

- 1 JVC monitor #12430095
- 1 Ziotech Compact PCI development system #201-301

Edit rack #1:

- 1 3pc. Altec Lansing speaker system
- 1 Techtronix SPG-170A NTSC sync generator #10918
- 1 Sony Component color corrector BUX-10
- 1 Grass Valley Group junction box
- 1 Mackie 1402VLZ Pro line mixer
- 1 Snell and Wilcox IQ modulator
- 1 Snell and Wilcox CPP100 compression preprocessor #2901243
- 1 Tektronix 1710B Wave form monitor B034073
- 1 Tektronix 1720 Video scope #B042160
- 1 Sony remote control unit BVR-58 #14087
- 2 Matrox digisuite
- 1 Axion processor
- 1 Imperatives video drive processor #C0000041
- 1 Ziotech Compact PCI encoder L9 #201-296

- 1 Mag XJ810 color monitor #MH9234000873
- 1 keyboard, mouse
- 1 Sony Trinitron monitor #2011053
- 1 small JVC monitor #10444709
- 1 Viewsonic G810 monitor #Q191179078

- 1 keyboard, mouse
- 1 Matrox encoder data switch
- 1 NEC Super Script 870 printer
- 1 3pc. Altec Lansing speaker system
- 3 trash cans
- 1 small plastic tool box with assorted tools
- 6 hanging black fluorescent light fixtures

**Dark room:**

- 1 Videssence model 521D base light #AA326143
- 1 Videssence cool light #AA331278
- 1 wood typewriter stand
- 3 Videssence model 521D base lights
- 1 Videssence model 521D base light #AA326706
- 1 set Sony headphones
- 1 Videssence Vista one #18184 control panel
- 1 JVC monitor 12430093
- 1 Sony SVHS video cassette player model SVP5600 #11314
- 1 3pc. Altec Lansing speaker system
- 1 keyboard, mouse
- 1 Mag XJ700T monitor #11073J7012294
- 1 GST mid tower processor #G99015856-001
- 1 Brass floor lamp
- 2 black leather office chairs
- 1 8 foot table

**Pantry:**

- 1 metal cart
- Panasonic microwave
- 1 Microwave stand
- 1 Fridgidair refridgerater
- 1 trash can
- 1 Mr. Coffee commercial coffee brewer
- 1 Kirkland Whirlpool dishwasher

**Rack #6:**

- 3 video drive processors C440GXT/ Cabrillo

**Rack #7:**

- 1 Sony VHS SVO-1410 video cassette recorder #0015456
- 2 Pro Image video drive processors #0891883

**Rack #8: Empty**

Exhibit 1

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EXHIBIT 2 PAGE 19

PHONE NO. : 17603291077

Apr. 25 2001 04:35PM P12

FROM : Pope's Auctions

2 Visioneer paper port scanners  
 26 keyboards  
 2 3 drawer metal files  
 3 trash cans full of assorted cables, mouses  
 7 boxes cables, set of dishes, and video drives  
 37 Rolm telephones in 3 boxes  
 3 Lucent technologies 600B one unit high shelf splicing and storing  
 3 Ortronics CAT5 comm circuit plug ins  
 1 GI 40TV digital satellite reciever w/dish #Q2380783330134940101  
 1 Cisco systems Fast hub 100T series #WSC1160C5000069  
 1 Cableton hub stack SEHI-24 10 base T hub with Lanview,  
 #07614080073010RH  
 1 3Com model 3C588  
 1 box of power supply cords  
 6 trash cans  
 3 single computer tables  
 12 sections of cubicle partitions  
 1 Mag color monitor  
 1 Optiquet Q-41 monitor  
 1 monitor  
 6 Axion processors #I84614550C00023, #S92614575C00027,  
 #S93614575C00058, #S91614575C00025, #S91614575C00027,  
 #S93614575C00026  
 1 trash can  
 1 laser satellite dish  
 2 computer desks with 3 drawer files  
 1 computer desk  
 7 processors, as is  
 1 new Ziatech ZT5082 development system  
 1 JVC TM-A1350 monitor 08484797  
 1 NEC laserprinter #622814684C  
 1 JVC TM-A135SU monitor 08484859  
 1 Tascam 122MK III cassette player #970053  
 1 cable and line splicer  
 1 55 gal. trash can  
 1 dolly  
 5 dry crase boards  
 1 metal door storage cabinet  
 1 wood armoire 2 door  
 1 Genz-Benz triniton speaker  
 1 metal 2 door storage cabinet

Exhibit 1

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EXHIBIT 2 PAGE 21

PHONE NO. : 17623291077

FROM : Pope's Auctions

- 1 Net gear DS108 dual speed hub
- 1 Merlin Cerin back up power supply
- 1 Visioneer paperport MX scanner
- 1 keyboard

Editing room:

Rack #5:

- 1 JVC model TM1650SU video monitor, serial # 11430004
- 1 Sony SVO-9600 SVHS player, serial # 14431
- 1 Sony S1V778HF Hi Fi VCR, serial # 6208686
- 1 Sony SVO-1410 VHS VCR, serial # 0033066
- 1 Sony SUV560 SVHS, serial # 10399
- 1 Pioneer CLD201 laser disc player, MF3917441
- 1 Sony EV09800A Hi-8 Video recorder.
  
- 2 GST mid tower processor
- 1 Hitachi super scan elite T51 monitor and keyboard
- 2 3pc. Altec Lansing computer speakers
- 1 Inkjet Computer printer
- 1 Umax Astra 2400s scanner
- 1 GST mid tower processor
- 1 Hitachi Super scan elite 802 monitor
- 1 NEC Superscript 870 printer
- 1 JVC monitor TM1650SU, serial # 11430023
- 1 JVC monitor, serial # 11430029
- 2 Pro image 0899115
- 1 Matrox encoder
- 1 keyboard

Edit rack #6:

- 1 Mackie 1402VLZ Pro 14 channel mic/line mixer
- 1 BTS Beta cam BCB65 video cassette player
- 1 Axium processor
- 1 Iomago external zip drive
- 1 Dynamic motion control

Edit rack #5:

- 1 Mackie 1402-VLZ Pro 14 channel mic/line mixer
- 1 Matrox Digisuit A214845
- 1 Sony SVHS SVP-5600 video cassette player 11093
- 3 Axion processors

Exhibit 1

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EXHIBIT 2 PAGE 21



1 View sonic 19" monitor, keyboard, mouse

JT Rack:

1 Non linear Matrox edit #3 processor C00000039

2 metal book shelves

1 dry erase board

4 2pc. computer tables

2 single computer tables

8 office chairs

1 6 foot formica top table

4 3 drawer files

1 2 drawer file

1 Matrox encoder

1 JVC monitor 08484804

8 trash cans with assorted cables and headphones

Rack #3:

1 Grass Valley Group DA amp # 496558

1 Computer camera eye 59812002163

1 keyboard

1 3pc. Altec Lansing computer speakers

Edit rack #4:

1 Mag X3700T color monitor H073J7011284

1 keyboard Q991417193

1 multi task processor C440GXT\ Cabrillo C

1 Nestor 8FL #556014 multi task processor

Edit rack #3:

1 Snell and Wilcox Cudos processor

1 small JVC monitor #15343252 model TM9105U

1 Shure FP42 #73749810

1 Mag XJ700T monitor HD73J7012286

1 Keytronic keyboard #q9910211931, mouse

1 Ziatech compact PC1 development system encoder L12 #201298

1 Axion processor #S93614575C00008

1 Imperatives Matrox #0898899 video drive processor

1 Keytronics keyboard # Q98492623

1 mouse

1 small JVC monitor # 15343229 model TM-910SU

Exhibit 1

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EXHIBIT 2 PAGE 22

- 1 Caddy network XIX-8 control panel for security system w/6
- 2 Videssence lights
- 1 Intelliknight fire alarm system model # 15820XC
- 10 Rolm phones
- 2 Keri systems PXL-250 Tiger controllers
- 1 easel drawing board
- 20 sections of cubicle partitions
- 1 3 drawer file
- 1 executive office chairs
- 4 computer desks
- 1 black formica top table
- 1 step stool
- 5 black hanging lights
- 1 monitor
- 34 sections of cubicle partitions
- 3 8 foot metal racks with 3 attachable computer tables
- 1 large leading edge floor fan
- 3 computer desks
- 1 office chair
- 1 4 drawer lateral file
- 1 bucket, misc. cords and cables
- 2 trash cans
- 2 clip on desk lights
- 2 computer tables
- 1 3 drawer file
- 1 trash can
- 1 black pedestal
- 4 computer desks
- 1 2 drawer lateral file
- 1 cabinet on wheels
- 1 desk light
- 1 office chair
- 1 3 drawer file
- 4 battery wall clocks
- 2 cork boards

Conference room:

- 1 10 foot conference table
- 6 office chairs
- 1 blue chair
- 1 TV stand
- 1 lamp table
- 1 crystal lamp

Exhibit 1

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EXHIBIT 2 PAGE 23

PHONE NO. : 17605291877

FROM : Pope's Auctions

APR. 25 2001 04:33PM P6

- 1 floor fan
- 1 brass hat rack
- 1 GST processors
- 1 Gateway 2000 serial #MONO31001AAWW model # DL31-1 monitor
- 1 keyboard, mouse
- 1 framed picture
- 1 Panasonic command center I projector

Corner office:

- 1 white wash desk and return
- 1 white wash credenza with overhead bookshelf
- 1 brass table lamp
- 1 Olympus pearl coder T1000 micro cassette transcriber
- 1 trash can
- 1 trash can with paper shredder
- 1 NEC superscript 870 printer #61367744IC
- 1 3 pc. Altec Lansing speaker system
- 1 GST processor
- 1 Linkeys ethernet 10/100 auto-sensing 16 port hub
- 1 keyboard
- 1 computer monitor
- 2 office arm chairs
- 2 wood bookshelf
- 1 easel
- 1 crystal lamp

Hall and middle room:

- 10 live plants
- 1 6 foot table
- 1 wood bookshelf
- 1 battery wall clock
- 4 Rolm phones

Server room:

- 1 Rolm 9751 main supply
- 1 Rolm CBX monitor II
- 2 Kentrox ADC T-serve II
- 1 Rolm phone mail SP processor

Hall:

- 10 small framed prints
- 6 pcs. of cubicle partitions
- 1 computer desk

Exhibit 1

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EXHIBIT 2 PAGE 24

- 1 blue desk chair
- 1 trash can
- 1 4 drawer lateral file

Front Hall:

- 2 pxl-250 Tiger controllers magnetic system
- 1 cork board
- 2 trash cans
- 2 live plants
- 1 2 drawer lateral file
- 2 upholstered office chairs
- 1 executive office chair
- 1 wood bookshelf
- 1 6ft. wood desk
- 1 wood credenza
- 1 framed picture
- 2 trash cans
- 1 GBC Shred Master paper shredder
- 1 Nec Super Script 870 printer #613698327C
- 1 computer desk
- 1 Ascom Haster Smart Series postal meter (Leased)
- 1 Konica copy machine (Leased)
- 1 View Sonic G810 monitor #QI84659425
- 1 keyboard #G000000054
- 1 3pc. Altec speaker system
- 1 dry erase board
- 4 live plants
- 1 artificial tree
- 1 brass torchiere lamp
- 1 blue office chair
- 1 easel
- 1 trash can
- 1 framed "Jack Shultz" 1989 water color
- 1 Mag 770T monitor
- 1 Nec Laser Printer #61369831C
- 1 3dr. file
- 1 computer stand
- 1 paper cutter
- 1 office bar stool
- 1 5 dr. lateral file
- 1 5ft. metal table
- 1 3dr. metal file
- 1 Xerox table top copier work center 745

Exhibit 1

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EXHIBIT 2 PAGE 25

PHONE NO. : 17603291077

FROM : Pope's Auctions

Apr. 25 2001 04:33PM P8

Server room:

- 3 Symmetra Power Arrays
- 1 Nortell-48V controll switch box for batteries
- 1 ADC Telecommunications
- 1 advanced Concepts ACI-2098
- 1 Northern Telecom NT7H38AC
- 1 Northern Telecom 5/dms Transport Node
- 2 Nortel MPR15 #NNTM161QXVDQNT5C06CB316
- #NNTM161QVG6NT5C06CB316
- 1 Nortel 50A low voltage disconnect
- 4 A R Telecom batteries
- 1 Cisco 7500 Series Router
- 1 ADC Kentrox Datasmart T3/E3IDSU
- 1 Cisco PIX Firewall series network security
- 1 Cisco 4000 series Router
- 1 Summit 48 #9929M-02479 switches
- 1 Summit RPS #9930F-03593
- 1 Cisco 2600 series Router
- 1 keyboard
- 1 GST processor #G9901874-001
- 9 Cabrillo
- 1 Mag 770T monitor HDP3J7004129
- 2 NSTOR 8LE computer system
- 4 NSTOR data storage units
- 3 Axion CPU systems
- 5 Anter electronics studio card multi track digital audio
- 1 monitor
- 1 keyboard
- 4 GST processors
- 1 Pentium processor
- 1 processor powered by Microsoft Windows NT server 40
- 3 Summit 48
- 1 Summit RPS
- 4 Ortronics server switch boards
- 6 Panasonic WV-5200B camera monitors
- 4 JVC video monitors
- 1 Sony SVHS video cassette recorder
- 2 GI 4DTV digital satellite reciever model DIR-657 Broadcast II
- 1 Chaparral Monterey 100C PLWS
- 1 Extron SW6ARMXHV
- 1 Grass valley group
- 1 ATL P3000 series
- 1 PXL-250 Tiger controller

Exhibit 1

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EXHIBIT 2 PAGE 26

- 1 2 drawer metal file
- 3 Belkin Omni view Pro 8 port
- 15 sections of cubicle partitions
- 1 NEC Superscript 870 printer #6136802260
- 1 GST processor
- 1 Mag 770T monitor #HDD3J7002540
- 1 keyboard
- 1 computer desk
- 3 executive office chairs
- 2 3pc. Altec Lansing speaker system
- 3 Rolm phones
- 1 framed Miller painting
- 4 trash cans
- 1 computer table
- 2 3 drawer metal files
- 9 4 drawer lateral file
- 1 Fellows paper shredder PS60CC
- 1 Guardian cross cut shredder
- 1 IBM 600E think pad lap top
- 2 computer desks
- 1 NEC Super Script 870 printer #613698330C
- 1 Mag 770T monitor #HDD3J7002591
- 1 keyboard
- 1 Casio FR-2650A adding machine
- 1 GST processor
- 1 GST processor
- 1 NEC Super Script 870 printer #622815960C
- 1 Viewsonic G810 monitor #QI91583041
- 1 keyboard
- 1 battery wall clock
- 6 cases new Rolm phones
- 10 new Videssence base lights
- 3 Cases of bulbs for base lights
- 1 Select fully automatic battery charger model #7067512
- 7 cases of Videssence light fixtures
- 14 boxes of new server chassis

Auction Value: 100,000.00 +

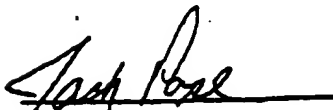
  
Jack Pope  
Adjuster

Exhibit 1

Page 29

EXHIBIT 2 PAGE 27

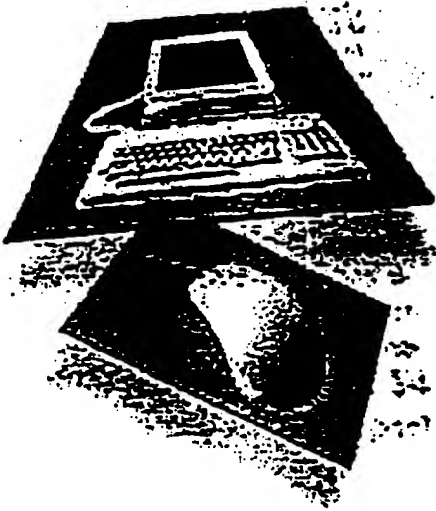
**Pope's Auctions & Antiques**  
19345 Indian Ave. P.O. Box 861  
North Palm Springs, Ca. 92258-0861  
Phone (760) 329-1077 Fax (760) 329-6057  
Jack Pope St Lic # A691

I Jack Pope am a resident of the State of California, and am over 18 years of age. I am a principal in Pope's Antiques & Auctions, Inc. I am the principal auctioneer and have been licensed as an auctioneer by the State of State of California since 1959. I have 38 years of business experience in the sale of personal property by both private sale and by auction. Pope's Auctions has provided auctioneering and appraisal services to numerous businesses. I provide such services to Trust Departments of several banks, insurance companies, local courts, and private clients. Pope's Auctions has also provided its services for fund raisers and celebrity events. Thus Pope's Auctions has organized auctions for Roy Rogers-Dale Evans "Happy Trails Children's Foundation", The Barbara Sinatra Children's foundation, The United Way, The City of Hope and The Boys & Girls Club.

I have been an auctioneer & appraiser for 38 years. I have owned and operated an auction, retail and appraisal business since 1959. I have been employed as an appraiser in many bankruptcy proceedings located in San Bernardino, Riverside and Palm Springs area. I Have also been appointed in probate matters by the Superior courts throughout the San Bernardino, Riverside and Palm Springs area. My experience in appraisal and liquidation has included participation in a variety of different industries and markets, such as auction of bankruptcy of Northland Rentals in Chino, Ca. in March 98 for \$441,413.00 and auction of Receivership of Dates by Davall in Indio, Ca. in July 98 for \$498,555.00. I have appraised & liquidated the equipment and inventory of construction companies, manufacturing concerns, retail stores, lumber yards, hardware stores, motels & hotels. As an agent for bankruptcy Trustees, I have also had numerous occasions to provide management & supervisorial services in support of operating bankruptcy cases. I am licensed and bonded by the State of California and also have a security bond at all times on file with the Secretary of State of California.

  
Jack Pope

Pope's Antiques & Auctions, Inc.



No documents satisfy your query. Your database is ULJ-ALL  
Your query: NAME(PIXELON)

Edit Query

EXHIBIT 4 PAGE 29

Exhibit 1

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**PROOF OF SERVICE**

**STATE OF CALIFORNIA, COUNTY OF ORANGE**

I am employed in the City of Rancho Santa Margarita, County of Orange, State of California. I am over the age of 18 years and not a party to the within action. My business address is 22342 Avenida Empresa, Suite 255, Rancho Santa Margarita, California 92688.


On April 26, 2001, I served the documents named below on the parties in this action as follows:

**DOCUMENT(S) SERVED:                    MOTION FOR AUTHORITY TO: (1) SELL AT AUCTION  
PROPERTY OF THE DEBTOR'S ESTATE PURSUANT TO 11  
U.S.C. § 363(b); AND (2) EMPLOY AND COMPENSATE  
AUCTIONEER (POPE'S ANTIQUES & AUCTIONS, INC.);  
MEMORANDUM OF POINTS AND AUTHORITIES; AND  
DECLARATIONS OF STEVEN M. SPEIER, JACK POPE AND  
JULIE McCOMB IN SUPPORT THEREOF**

**SERVED UPON:                            SEE ATTACHED SERVICE LIST**

- [X] (BY MAIL) I caused each such envelope, with postage thereon fully prepaid, to be placed in the United States mail at Rancho Santa Margarita, California. I am readily familiar with the practice of the Law Office of Thomas H. Casey, Inc. for collection and processing of correspondence for mailing, said practice being that in the ordinary course of business, mail is deposited in the United States Postal Service the same day as it is placed for collection.
- [ ] (BY FACSIMILE) The above-referenced document was transmitted by facsimile transmission and the transmission was reported as completed and without error. Pursuant to C.R.C. 2009(i), I either caused, or had someone cause, the transmitting machine to properly transmit the attached documents to the facsimile numbers shown on the service list.
- [ ] (BY FEDERAL EXPRESS) I am readily familiar with the practice of the Law Office of Thomas H. Casey, Inc. for collection and processing of documents for overnight delivery and know that the document(s) described herein will be deposited in a box or other facility regularly maintained by Federal Express for overnight delivery.
- [ ] (BY PERSONAL SERVICE) I delivered to an authorized courier or driver authorized by O.C. Corporate Courier to receive documents to be delivered on the same date. A proof of service signed by the authorized courier will be filed forthwith.
- [ ] (STATE) I declare under penalty of perjury under the laws of the State of California that the above is true and correct.
- [X] (FEDERAL) I declare that I am employed in the office of a member of the bar of this court, at whose direction this service was made.

Executed on April 26, 2001, at Rancho Santa Margarita, California.

  
Julie A. McComb

**PROOF OF SERVICE LIST**

**Interested Party**

Office of United States Trustee  
Ronald Reagan Federal Building &  
United States Courthouse  
411 West Fourth Street, Suite 9041  
Santa Ana, CA 92701-8000

**Chapter 7 Trustee**

Steven M. Speier, C.P.A.  
4100 Newport Place, Third Floor  
Newport Beach, CA 92660

**Debtor**

Pixelon Corporation  
Attn: Gale Strother, CFO  
31732 Rancho Viejo Road, Suite D  
San Juan Capistrano, CA 92675

**Attorneys for the Official Committee of  
Unsecured Creditors**

Sara L. Chenetz, Esq.  
Robinson, Diamant & Wolkowitz  
19800 MacArthur Blvd., Suite 820  
Irvine, CA 926112



FILED

UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SANTA ANA DIVISION

APR 27 9:11:53

In re

PIXELON CORPORATION,  
a California corporation

Debtor.

Case No. SA00-13425 LR  
Chapter 7 CALIFORNIA, BY:

NOTICE OF HEARING ON MOTION FOR  
AUTHORITY TO: (1) SELL AT AUCTION  
PROPERTY OF THE DEBTOR'S ESTATE  
PURSUANT TO 11 U.S.C. § 363(b); AND (2)  
EMPLOY AND COMPENSATE  
AUCTIONEER (POPE'S ANTIQUES &  
AUCTIONS, INC.)

Date: May 22, 2001  
Time: 10:00 a.m.  
Crm: 5D

PLEASE TAKE NOTICE that May 22, 2001, at 10:00 a.m., in Courtroom 5D of the above-entitled Court located at 411 West Fourth Street, Santa Ana, California 92701, before the Honorable Lynne Riddle, United States Bankruptcy Judge, Steven M. Speier, Chapter 7 Trustee ("Trustee") for the bankruptcy estate of Pixelon Corporation, a California corporation ("Debtor"), respectfully moves this Court for authority to (1) sell at public auction property of the Estate pursuant to 11 U.S.C. § 363(b), and (2) the employment of an auctioneer, based on the following:

Background Information

This case was commenced by the filing of an involuntary Chapter 7 petition on April 24, 2000. Upon the Debtor's application and pursuant to Court order entered on July 10, 2000, the Debtor's bankruptcy case was converted to a case under Chapter 11. Steven M. Speier is the duly appointed, qualified and acting Chapter 11 Trustee. Upon the Trustee's motion, and by Order entered March 6, 2001, the Court granted the Trustee's motion to convert the chapter 11 case to a case under chapter 7. Steven M. Speier is the duly appointed, qualified and acting Chapter 7 Trustee. Prior to the bankruptcy filing, the Debtor's business operations consisted of developing an Internet based video publishing company that uses proprietary patented technologies to achieve television quality video broadcasts over normal Internet connections. The Debtor's business revenues were derived from technology licensing fees and revenue sharing agreements sold to the entertainment industry.

Property To Be Auctioned.

The Trustee proposes to sell all of the Property at an auction sale to be conducted by Pope's Antiques & Auctions, Inc., the Trustee's proposed auctioneer. The auction is scheduled to be held on May 26, 2001 at the Debtor's business premises located at 31732 Rancho Viejo Road, Suite D, San Juan Capistrano, California.

The Property to be auctioned consists of but is not limited to the following:

- a. The estate's interest in any and all intellectual property. The Debtor's interest in the intellectual property specifically includes and is not limited to computers containing the estate's interest in its intellectual property relating to media compression and encoding, playback software, viewer response technology, enhanced microsoft streaming technology, and individual advertising technology. The Debtor's former principal, David Kim Stanley aka Michael Adam Fenne, has asserted an interest in the intellectual property. The Trustee is selling the estate's interest in the intellectual property as is and where is and without representations and warranties.
- b. The estate's interest in the video library located on the Debtor's former premises including but not limited to videos of various artists performing at a concert hosted by the Debtor on October 9, 1999. The Debtor's contract rights with the artists performing at the October

Exhibit 2

Page 34

1 9, 1999, concert appear to have terminated pre-petition. The Trustee is selling the video library as  
is and where is and without representation or warranty.

2 c. The estate's interest in all of the remaining personal property located  
3 on the Debtor's former premises. The Trustee is selling the remaining personal property located on  
the Debtor's former premises as is and where is and without representation or warranty.

4 Due in large part to the recent downturn affecting almost all high-tech companies, the Trustee  
5 has been unable to complete a private sale of the Property. Moreover, the Trustee believes that an  
auction sale is the most efficient and cost effective way to liquidate the Property.

#### 6 Qualifications Of Proposed Auctioneer.

7 The Trustee has received a proposal from Pope's Auctions and Antiques, Inc., to assist with  
the proposed auction sale of the estate's Property. Pope's Antiques & Auctions, Inc. has substantial  
8 experience in providing auction and appraisal services and is well qualified to conduct the proposed  
9 auction of the Property. Pope's Antiques & Auctions, Inc. has on file a \$200,000 blanket bond in  
favor of the United States, as required by the United States Trustee's Supervisory Instruction #10.  
The original blanket bond is held by the Office of the United States Trustee.

#### 10 Auctioneer's Marketing Efforts and Proposed Compensation

11 Pope's Auctions and Antiques will advertise the proposed auction in major newspapers in  
Orange County and Los Angeles County. A brochure advertising the auction of the Property will  
12 be forwarded to parties on established mailing lists and notice of the proposed auction will be  
forwarded to all creditors. The Property may be previewed by prospective purchasers on May 25,  
13 2001 from 10:00 a.m. to 5:00 p.m. at the Debtor's former premises known as 31732 Rancho Viejo  
Road, Suite D, San Juan Capistrano, California and by calling Pope's Auctions and Antiques at (760)  
14 329 - 1077. Depending on the interest received by prospective purchasers the Trustee reserves the  
right on the auction date to sell the Property as one unit in one sale or piece meal in multiple units.  
15 In the event the Property is sold piece meal and in multiple units, the auctioneer will receive a  
commission of twenty percent (20%) percent of the gross proceeds at the time of the sale. In the  
16 event the Property is sold as one unit as one sale the auctioneer will receive a commission of fifteen  
(15%) of the gross proceeds at the time of sale. The proposed fifteen (15%) commission and the  
17 proposed twenty percent (20%) commission includes costs such as setting up, advertising, labor to  
allow potential bidders to preview the Property, and inventory management. The proposed auctioneer  
18 will collect all gross proceeds from the sale and will pay all applicable sales taxes. After paying the  
sales taxes the proposed auctioneer will turnover the net proceeds to the Trustee within ten days after  
19 the auction. In compliance with Federal Rule of Bankruptcy Procedure 6004(4) and Local  
Bankruptcy Rule 2016 -1(1)(a) the proposed auctioneer will file a sold item and expense report with  
20 the Court and serve a copy of the Report on the U.S. Trustee and the Trustee prior to receiving final  
compensation. Following the filing and service of the Report and absent any objection to the Report  
21 by the Trustee, the Trustee will file a notice with the Court and serve it on the U.S. Trustee, the  
Debtor, the Debtor's counsel, the 20 largest unsecured creditors, and parties requesting special  
22 notice. The Notice will state that (1) the proposed auctioneer's Report has been filed with the Court,  
(2) copies of the Report may be obtained from the Trustee or the Court, and (3) if no objection to the  
23 auctioneer's fees and expenses is received by the Trustee within 10 days of service of the Notice, the  
Trustee may pay the auctioneer's reasonable fees and expenses without further notice or order of the  
Court. ("Payment Procedure").

24 The Trustee believes that the proposed employment of Pope's Auctions & Antiques, Inc. is  
25 fair and reasonable and that the Trustee should be authorized to employ the firm on the terms and  
conditions set forth above. The Trustee is satisfied from the Declaration of Jack Pope that Pope's  
26 Auctions & Antiques, Inc. is a disinterested person within the meaning of Bankruptcy Code Section  
101(14).

27  
28 ///

Exhibit 2

1 For further information please see the MOTION FOR AUTHORITY TO: (1) SELL AT  
2 AUCTION PROPERTY OF THE DEBTOR'S ESTATE PURSUANT TO 11 U.S.C. § 363(b);  
3 AND (2) EMPLOY AND COMPENSATE AUCTIONEER (POPE'S ANTIQUES &  
4 AUCTIONS, INC.); MEMORANDUM OF POINTS AND AUTHORITIES; AND  
5 DECLARATIONS OF STEVEN M. SPEIER, JACK POPE AND JULIE McCOMB IN  
6 SUPPORT THEREOF on file with the Clerk of the above-entitled Court which may be reviewed  
7 Monday through Friday from 9:00 A.M. to 4:00 P.M.

8 PLEASE TAKE FURTHER NOTICE, that objections, if any, shall be filed with the Clerk  
9 of the above Court and a copy served upon Thomas H. Casey, 22342 Avenida Empresa, Suite 255,  
10 Rancho Santa Margarita, California 92688 and the Office of the United States Trustee, 411 West  
11 Fourth Street, Suite 9041, Santa Ana, California 92701, no later than fourteen (14) days prior to the  
12 scheduled hearing. SEE LOCAL BANKRUPTCY RULE 9013-1(1)(g). Failure to file a timely  
13 response may be deemed as consent to the relief requested in the Motion. SEE LOCAL  
14 BANKRUPTCY RULE 9013-1 (1)(k).

15 Thomas H. Casey - Bar No. 138264  
16 LAW OFFICE OF THOMAS H. CASEY, INC.  
17 A PROFESSIONAL CORPORATION  
18 22342 Avenida Empresa, Suite 255  
19 Rancho Santa Margarita, CA 92688

20 Telephone: (949) 766-8787  
21 Facsimile: (949) 766-9896

22 Dated: April 26, 2001

23 By:

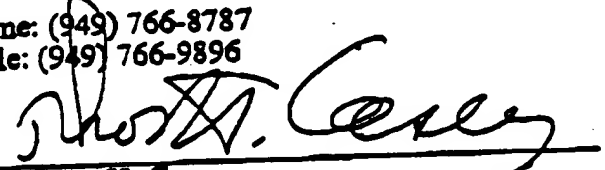
24   
25 Thomas H. Casey  
26 Attorney for Steven M. Speier, Chapter 7 Trustee  
27 for the bankruptcy estate of Pixelon Corporation,  
28 a California corporation

Exhibit 2

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**PROOF OF SERVICE**

STATE OF CALIFORNIA, COUNTY OF ORANGE

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SERVED UPON:

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- ☐ (BY PERSONAL SERVICE) I delivered to an authorized courier or driver authorized by O.C. Corporate Courier to receive documents to be delivered on the same date. A proof of service signed by the authorized courier will be filed forthwith.
- ☐ (STATE) I declare under penalty of perjury under the laws of the State of California that the above is true and correct.
- ☒ (FEDERAL) I declare that I am employed in the office of a member of the bar of this court, at whose direction this service was made.

Executed on April 26, 2001, at Rancho Santa Margarita, California.


  
Julie A. McComb

Exhibit 2

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